

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

IN RE LIBOR-BASED FINANCIAL INSTRUMENTS ANTITRUST LITIGATION	MDL No. 2262
THIS DOCUMENT RELATES TO:	Master File No. 1:11-md-2262-NRB ECF Case
CITY OF RIVERSIDE V. BANK OF AM. CORP. ET AL	No. 13-cv-0597
CNTY. OF SAN MATEO V. BANK OF AM. CORP. ET AL.	No. 13-cv-0625
E. BAY MUN. UTIL. DIST. V. BANK OF AMERICAN CORP. ET AL.	No. 13-cv-0626
CITY OF RICHMOND V. BANK OF AM. CORP. ET AL.	No. 13-cv-0627
CNTY. OF SAN DIEGO V. BANK OF AM. CORP. ET AL.	No. 13-cv-0667
REGENTS OF THE UNIV. OF CAL. V. BANK OF AM. CORP. ET AL.	No. 13-cv-5186
CNTY. OF SONOMA V. BANK OF AM. CORP. ET AL.	No. 13-cv-5187
SAN DIEGO ASS'N OF GOV'TS V. BANK OF AM. CORP. ET AL.	No. 13-cv-5221
CNTY. OF SACRAMENTO V. BANK OF AM. CORP. ET AL.	No. 13-cv-5569
CNTY. OF MENDOCINO V. BANK OF AM. CORP. ET AL.	No. 13-cv-8644
AMABILE ET AL. V. BANK OF AM. CORP. ET AL.	No. 13-cv-1700
MARAGOS V. BANK OF AM. CORP. ET AL.	No. 13-cv-2297
FEDERAL HOME LOAN MORTG. CORP. V. BANK OF AM. CORP. ET AL.	No. 13-cv-3952
SALIX CAPITAL US INC. V. BANC OF AM. SECURITIES LLC ET AL.	No. 13-cv-4018
CITY OF HOUSTON V. BANK OF AM. CORP. ET AL.	No. 13-cv-5616

PRINCIPAL FUNDS, INC. ET AL. V. BANK OF AM. CORP. ET AL.	No. 13-cv-6013
PRINCIPAL FIN. GRP., INC. ET AL. V. BANK OF AM. CORP. ET AL.	No. 13-cv-6014
CITY OF PHILADELPHIA V. BANK OF AM. CORP. ET AL.	No. 13-cv-6020
THE CHARLES SCHWAB CORP. ET AL. V. BANK OF AM. ET AL.	No. 13-cv-7005
NAT'L CREDIT UNION ADMIN. BD. V. CREDIT SUISSE GRP. AG ET AL.	No. 13-cv-7394
FED. NAT'L MORTGAGE ASS'N V. BARCLAYS BANK PLC ET AL.	No. 13-cv-7720
TRIAXX PRIME CDO 2006-1 LTD. ET AL. V. BANK OF AM. CORP. ET AL.	No. 14-cv-0146
FEDERAL DEPOSIT INSURANCE CORPORATION V. BANK OF AM. CORP. ET AL.	No. 14-cv-1757
BAY AREA TOLL AUTHORITY V. BANK OF AM. CORP. ET AL.	No. 14-cv-3094
PRUDENTIAL INV. PORTFOLIOS 2 V. BARCLAYS BANK PLC ET AL.	No. 14-cv-4189

**DECLARATION OF JOHN B. GAFFNEY
IN SUPPORT OF THE BANK OF AMERICA DEFENDANTS' MOTION TO DISMISS
THE DIRECT ACTIONS FOR LACK OF PERSONAL JURISDICTION**

John B. Gaffney declares as follows pursuant to 28 U.S.C. § 1746:

1. I am a Director and Assistant General Counsel employed by Bank of America, N.A. This declaration is submitted on behalf of certain related Bank of America entities identified below (collectively, the "Bank of America Defendants") which have been named as defendants in one or more of the above-captioned USD LIBOR actions.

2. The Bank of America Defendants have joined in a motion seeking dismissal, based on lack of personal jurisdiction, of claims asserted in several of the above-captioned actions which were not filed in New York. This declaration sets forth facts in connection with that motion. I have personal knowledge of the facts set forth herein based on

my experience and responsibilities at Bank of America and my review of relevant corporate records.

3. Bank of America Corporation (“BAC”) is a parent holding company. BAC is incorporated in Delaware and headquartered in Charlotte, North Carolina.
4. Bank of America, N.A. (“BANA”) is a national bank organized under federal banking laws and headquartered in Charlotte, North Carolina. BANA maintains offices in New York, including its U.S. institutional trading operations that deal in LIBOR referenced instruments.

5. Merrill Lynch & Co., Inc. (“MLC”) was at the relevant times a holding company incorporated in Delaware with a primary place of business in New York. Following its merger with Bank of America, MLC was a wholly owned subsidiary of Bank of America Corporation.

6. Merrill Lynch Capital Services, Inc. (“MLCS”) is incorporated in Delaware and maintains its principal place of business in New York. MLCS is a derivatives product dealer.

7. Merrill Lynch International Bank, Ltd. (“MLIB”) is an Ireland corporation based in Dublin, Ireland. MLIB does not operate in the United States.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 5 th day of November in New York, New York.



John B. Gaffney